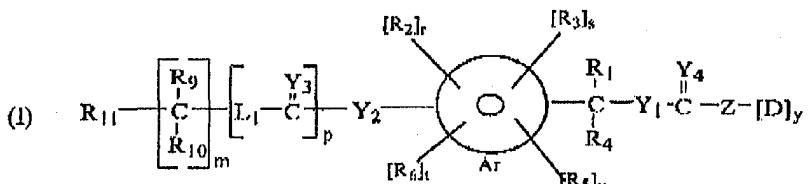


AMENDMENTS TO THE CLAIMS:

This listing of claims will replace all prior versions, and listings, of claims in the application:

LISTING OF CLAIMS

1. (Currently amended) A compound of Formula I:



wherein:

L₁ is a bifunctional linking moiety;

D is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

Z is covalently linked to [D]_y, wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

Y₁, Y₂, Y₃ and Y₄ are each independently O, S, or NR₁₂;

R₁₁ is a mono- or divalent polymer residue;

R₁, R₄, R₉, R₁₀ and R₁₂ are independently selected from the group consisting of hydrogen, C₁₋₆ alkyls, C₃₋₁₂ branched alkyls, C₃₋₈ cycloalkyls, C₁₋₆ substituted alkyls, C₃₋₈ substituted cycloalkyls, aryls, substituted aryls, aralkyls, C₁₋₆ heteroalkyls, and substituted C₁₋₆ heteroalkyls;

R₂, R₃, R₅ and R₆ are independently selected from the group consisting of hydrogen, C₁₋₆ alkyls, C₁₋₆ alkoxy, phenoxy, C₁₋₈ heteroalkyls, C₁₋₈ heteroalkoxy, substituted C₁₋₆ alkyls, C₃₋₈ cycloalkyls, C₃₋₈ substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-, C₁₋₆ carboxyalkyls and C₁₋₆ alkylcarboxyls;